May 7, 2016

| | |
|---|---|
| **To,**<br>**Bombay Stock Exchange Limited (BSE)**<br>Listing Department,<br>P J Towers, Dalal Street,<br>Mumbai - 400 001.<br>Fax. No. 22723121 /22722037 /2272 | **To,**<br>**National Stock Exchange of India Limited**<br>"Exchange Plaza"<br>Bandra Kurla Complex<br>Bandra (E) Mumbai – 400 051.<br>Fax. No. 26598237/38, 66418125 / 26 |

Dear Sir/Madam,

**Sub.: Results of Voting Pursuant to Regulation 44(1) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015**

This is with reference to electronic Voting facility conducted between Wednesday May 4, 2016 (9:00 a.m. IST) to Friday, May 6, 2016 (5:00 p.m. IST) and by Ballot for seeking consent of members by way of ordinary resolution with respect to appointment of M/s. N M Raiji & Co, Chartered Accountants as Joint Statutory Auditors and to fix their remuneration.

In connection to the above and pursuant to Regulation 44 of SEBI (Listing Obligation and Disclosure requirements), Regulation, 2015 (Listing Regulations), we would like to inform you that the Resolution no. 1 stated in the Notice of Extraordinary General Meeting dated April 9, 2016 have been passed by the members of the Company by the requisite majority.

We are enclosing voting result as per the prescribed format under Regulation 44(3) of the Listing Regulation along with Scrutinizer's Report submitted by the Scrutinizer. The same is also simultaneously uploaded on the Company's Website

This is for your information and records please.

Thanking you,

Yours faithfully,
For **ROLTA INDIA LIMITED**

**Verinder Khashu**
**Company Secretary &**
**Head – Legal / Compliance**

**Encl.:** 1. Voting Result
2. Scrutinizer's Report

ROLTA

## Voting Results for EGM held on May 7, 2016
## [Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

| | |
|---|---|
| **Date of the EGM** | May 7, 2016 |
| **Total number of shareholders on record date** | 1,41,409 |
| **No. of shareholders present in the meeting either in person or through proxy:**<br>Promoters and Promoter Group:<br>Public: | <br><br>06<br>72 |
| **No. of Shareholders attended the meeting through Video Conferencing:**<br>Promoters and Promoter Group:<br>Public: | Nil |

**Item no. 1 - Appointment of M/s. N M Raiji & Co, Chartered Accountants as Joint Statutory Auditors and to fi x their remuneration**

| **Resolution required: (Ordinary/ Special)** | | | Ordinary Resolution | | | | | |
|---|---|---|---|---|---|---|---|---|
| **Whether promoter/promoter group are interested in the agenda/resolution?** | | | No | | | | | |
| **Category** | **Mode of Voting** | **No. of shares held**<br>(1) | **No. of Votes polled**<br>(2) | **% of votes polled on outstanding shares**<br>(3)=[(2)/(1)]* 100 | **No. of votes- In Favour**<br>(4) | **No. of votes - Against**<br>(5) | **% of votes in favour on votes polled**<br>(6)=[(4)/(2)]*100 | **% of votes against on votes polled**<br>(7)=[(5)/(2)]*100 |
| **Promoter & Promoter Group** | **E-Voting** | 83072759 | - | - | - | - | - | - |
| | **Poll** | | - | - | - | - | - | - |
| | **Postal Ballot** | | 83068831 | 99.9953 | 83068831 | 0 | 100 | 0 |
| | **Total** | **83072759** | **83068831** | **99.9953** | **83068831** | **0** | **100** | **0** |



ROLTA INDIA LIMITED

Rolta Tower 'A', Rolta Technology Park, MIDC - Marol, Andheri (East), Mumbai - 400 093. INDIA.
CIN : L74999MH1989PLC052384, Tel.: +91(22) 2926 6666/3087 6543, Fax: +91(22) 2836 5992, E-mail : indsales@rolta.com, www.rolta.com

| Category | Mode of Voting | No. of shares held (1) | No. of Votes polled (2) | % of votes polled on outstanding shares 3)=[(2)/(1)]* 100 | No. of votes- In Favour (4) | No. of votes- Against (5) | % of votes in favour on votes polled (6)=[(4)/(2)]*100 | % of votes against on votes polled (7)=[(5)/(2)]*100 |
|---|---|---|---|---|---|---|---|---|
| Public Institutional Holders | E-Voting | 24532428 | 22724094 | 92.6288 | 22724094 | 0 | 100 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot | | 0 | 0 | 0 | 0 | 0 | 0 |
| | **Total** | **24532428** | **22724094** | **92.6288** | **22724094** | **0** | **100** | **0** |
| Public- Non Institutional | E-Voting | 55098909 | 46981 | 0.0853 | 44119 | 2862 | 93.9082 | 6.0918 |
| | Poll | | 8245 | 0.0150 | 8245 | 0 | 100.000 | 0.0000 |
| | Postal Ballot | | 196474 | 0.3566 | 194527 | 1947 | 99.0090 | 0.9910 |
| | **Total** | **55098909** | **251700** | **0.4568** | **246891** | **4809** | **98.0894** | **1.9106** |
| **TOTAL** | | **162704096** | **106044625** | **65.1764** | **106039816** | **4809** | **99.9955** | **0.0045** |

For ROLTA INDIA LIMITED

KAMAL K SINGH
CHAIRMAN & MANAGING DIRECTOR

**Virendra Bhatt**
Company Secretary

Office :
602, Tardeo Airconditioned Market,
Tardeo Main Road, Tardeo,
Mumbai-400 034.
Tel. : 2351 4867 / 2351 2412
Mobile : 98200 48670
e-mail : bhattvirendra1945@yahoo.co.in

**To,**
**The Chairman**
**ROLTA INDIA LIMITED**

**Sub: Scrutinizer's Report on the electronic voting and poll with respect to the resolution included in the Notice of Extraordinary General Meeting of the Members of ROLTA INDIA LIMITED (CIN: L74999MH1989PLC052384) held at the Registered Office of the Company at The Auditorium, Rolta Tower - A, Rolta Technology Park, MIDC-Marol, Andheri (East) Mumbai - 400093 on Saturday, 7th May, 2016, at 12.30 p.m.**

Dear Sir,

Pursuant to Section 108 and 109 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended (hereinafter referred to as 'the said rule') and in accordance with the SEBI(Listing Obligations and Disclosure Requirements), Regulations 2015, the Board of Directors of **ROLTA INDIA LIMITED** (hereinafter referred to as the 'Company') has appointed me as the Scrutinizer for the Remote E-Voting / Ballot process as well as to scrutinize the poll papers received from the members at the venue of the Extraordinary General Meeting (EGM). I am familiar and well versed with the concept of electronic voting system as prescribed under the said Rules and the SEBI circular Number CIR/CFD/POLICY CELL/2/2014 dated 17th April, 2014 issued in this regard.

**Report on Scrutiny:**

- The Company has appointed National Securities Depository Limited (NSDL) as the service provider, for the purpose of extending the facility of Remote E-Voting to the Members of the Company. Link Intime India Private Limited is the Registrar and Share Transfer Agent (RTA) of the Company.

- The Agency /Service Provider had provided an electronic voting system for E-Voting by members on the item of the business (Special business) sought to be transacted in the Extraordinary General Meeting (EGM) of the Company, which was held on Saturday,7th May, 2016, at 12.30 p.m.

- The Agency / Service Provider had set up electronic voting facility through the website www.evoting.nsdl.com. The RTA had uploaded all the items of the business to be transacted at the EGM on the website of NDSL to facilitate the members to cast their vote through Remote E-Voting.

- The cut-off date for the dispatch of the Notice of the EGM was Friday, April 01, 2016 (Physical & Email) and as on that date, there were 1,41,520 members of the

V. G. BHATT MUMBAI COMPANY SECRETARY

Company. RTA had sent the notice of the EGM containing inter-alia process and manner for availing e-voting facility by E-mail to 77,207 members whose Email ID were made available by the Depositories and for those members, holding in physical form, who had registered their Email ID with the RTA. In respect of 64,313 members, whose Email IDs were not available, the notice of EGM were sent by Courier. In respect of 207bounce back cases, where transmissions through Email had failed, the Company had sent physical copies of the notice of the EGM by Courier.

- The Notice of EGM sent (both through Email and physical form) contained the detailed procedure to be followed by the Members who were desirous of casting their votes electronically as provided in the said rule.

- The Cut-off date for the purposes of identifying the Members who will be entitled to vote on the resolutions was Saturday, 30th April, 2016.

- As prescribed in the aforesaid Rules, the Remote E-voting facility was kept open for three days from Wednesday, 4th May, 2016 (09.00 a.m.) till Friday, 6thMay, 2016 (5:00 p.m.).

- The dispatch of the notice of EGM to the members in physical form and by way of Email was completed on 11th April, 2016.

- As prescribed in clause (v) of sub rule 4 of the said Rule, the Company also published an advertisement on Wednesday, 13th April, 2016 in "Financial Express" English newspaper having country-wide circulation and in "Navshakti" Newspaper in Marathi Language on Wednesday, 13th April, 2016. The advertisement published in the newspapers included the required information as specified in Sub Rule 4(v) (a) to (h) of the said Rule.

- At the venue of the EGM of the Company held on Saturday, the 7th May, 2016, at 12.30 p.m., the facility to vote through Poll Paper was made available to those members who were present at the meeting but who did not participate in the process of Remote E-voting/ballot process to cast their vote.

- On Saturday, 7th May, 2016, after counting of the votes conducted at the venue of the EGM through Poll paper, the votes cast through Remote E-voting facility was duly unblocked by me as a Scrutinizer in the presence of Mr. Vishwas Y. Salvi and Mr. Kashyap V. Patel, who acted as the witnesses, as prescribed in Sub Rule 4(xii) of the said Rule.

- 2 (Two) Polling Box kept for the purpose of casting of votes were locked in my presence with due identification marks placed by me. After the voting by Poll were over, the Locked Polling Box were opened in my presence and in presence of two witnesses, as mentioned above, and Polling papers were diligently scrutinized. The Polling papers were reconciled with records maintained by the RTA of the Company and the authorizations/ proxies lodged with the Company. The Polling papers,



which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

- Thereafter, I as a Scrutinizer duly compiled details of Remote E-voting, Voting through ballot papers and physical voting provided at the venue of the EGM by way of Poll paper.

- **601** persons voted through e-voting and voting through ballot/poll.

**The results of the Remote E-voting, Voting through ballot papers together with that of the voting conducted at venue of the EGM by way of Poll papers are as under:**

| Details | Remote E-voting | Voting through poll paper | Total voting | Invalid Voting | Total Valid Voting |
|---|---|---|---|---|---|
| Number of member who cast their votes | 181 | 420 | 601 | 35 | 566 |
| Total number of shares held by them | 22771075 | 83311174 | 106082249 | 37624 | 106044625 |

Note: Percentage of votes cast in favour or against the resolutions are calculated based on the Valid Votes cast through Remote E-Voting, Voting through ballot papers and Physical Voting.

| | |
|---|---|
| **Date of EGM** | **7th May, 2016** |
| **Total No of shareholders on record date** | **141409** |
| **No. of shareholders present in the meeting either in person or through proxy**<br>Promoter and promoter group :<br>Public : | <br>**06**<br>**72** |

- **SPECIAL BUSINESS**

**1) Item No. 1 of the Notice (As an Ordinary Resolution)**

Appointment of M/s. N M Raiji & Co., Chartered Accountants as Joint Statutory Auditors and fix their remuneration.

| Manner of Voting | Votes in favour of the resolution | | Votes against the resolution | | Not Voted |
|---|---|---|---|---|---|
| | No. of shares | % | No. of shares | % | No of shares |
| **Remote E-Voting** | 22768213 | - | 2862 | - | 0 |
| **Physical Voting** | 83271603 | - | 1947 | - | 37624 |
| **TOTAL** | **106039816** | **99.99** | **4809** | **0.01** | **37624** |

The Votes cast in favour are more than the votes cast against the resolution.

V. G. BHATT * COMPANY SECRETARY * MUMBAI

**Table showing Bifurcations of Promoters, Financial Institutions and Others:**

| **Resolution required: (Ordinary/ Special)** | | | **Ordinary Resolution** | | | | | |
|---|---|---|---|---|---|---|---|---|
| **Whether promoter/promoter group are interested in the agenda/resolution?** | | | **No** | | | | | |
| **Category** | **Mode of Voting** | **No. of shares held** | **No. of Votes polled** | **% of votes polled on outstanding shares** | **No. of votes- In Favour** | **No. of votes- Against** | **% of votes in favour on votes polled** | **% of votes against on votes polled** |
| **Promoter & Promoter Group** | **E-Voting** | 0 | 0 | - | 0 | 0 | - | - |
| | **Poll** | 0 | 83068831 | - | 83068831 | 0 | - | - |
| | **Total** | **83072759** | **83068831** | **99.99** | **83068831** | **0** | **100.00** | |
| **Public Institutional Holders** | **E-Voting** | 0 | 22724094 | - | 22724094 | 0 | - | - |
| | **Poll** | 0 | 0 | - | 0 | 0 | - | - |
| | **Total** | **24532428** | **22724094** | **92.62** | **22724094** | **0** | **100.00** | |
| **Public- Non Institutional** | **E-Voting** | 0 | 46981 | - | 44119 | 2862 | - | - |
| | **Poll** | 0 | 204719 | - | 202772 | 1947 | - | - |
| | **Total** | **55098909** | **251700** | **0.45** | **246891** | **4809** | **98.08** | **01.92** |
| **TOTAL** | | **162704096** | **106044625** | **65.17** | **106039816** | **4809** | **99.99** | **0.01** |

The Resolution mentioned in the Notice of EGM as detailed above stand passed under Remote E-Voting, Voting through ballot papers and voting conducted at EGM by way of Poll Papers with the requisite majority on the date of the EGM.

I hereby confirm that I am maintaining the Registers received from the Agency/ Service Provider both electronically and manually, in respect of the votes cast through Remote E-Voting, Voting through ballot papers and voting conducted at the EGM by way of Poll.

V. BHATT * MUMBAI * COMPANY SECRETARY

Papers by the Members of the Company. The Poll Papers and all other relevant records relating to e-voting and physical voting is under my safe custody and will be handed over to the Company Secretary of the Company for safe keeping, after the Chairman signs the Minutes.

Thanking You,

**Virendra Bhatt**
**ACS- 1157**
**COP-124**

Place: Mumbai
Date: 07th May, 2016

Witnesses:

Mr. Vishwas Y. Salvi

Mr. Kashyap V. Patel